

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO.

23864

FILED

November 30, 2001

FEB 13 '02

5-02 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of December 15, 2000, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Eastern Maine Railway Company
84 Harlow Street
Bangor, Maine 04401

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 50-foot, Plate F boxcars with smooth interiors, 12-foot plug doors, nailable steel floors and 15-inch EOCC, marked and numbered CRLE 119700 through CRLE 119799, inclusive.

Also enclosed is a payment of \$28 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
November 30, 2001
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A short summary of the enclosed primary document to appear in the Board's
Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of
December 15, 2000 between Greenbrier Leasing Corporation, Lessor,
and Eastern Maine Railway Company, Lessee.

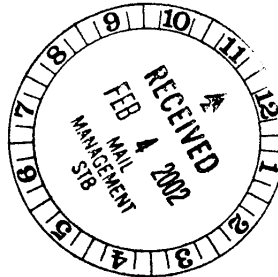
Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

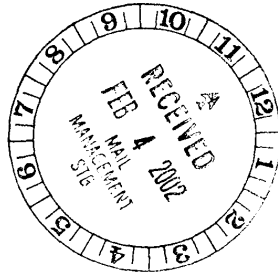


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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

EASTERN MAINE RAILWAY COMPANY ("LESSEE")

DECEMBER 15, 2000

RIDER NO. 1

DECEMBER 15, 2000

Memorandum of a Lease Agreement and Rider No. 1 thereto, made and entered into effective as of December 15, 2000, by and between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Lessor"), and EASTERN MAINE RAILWAY COMPANY, a Maine corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee and Lessee has agreed to lease from Lessor one hundred (100) 50-foot, Plate F boxcars with smooth interiors, 12-foot plug doors, nailable steel floors and 15-inch EOCC, marked and numbered CRLE 119700 through CRLE 119799, inclusive.
2. Rider No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 1.

A handwritten signature, possibly initials, located at the bottom right of the page.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: Noriss M. Webb

TITLE: Executive Vice President

DATE: 7/10/01

LESSEE:
EASTERN MAINE RAILWAY
COMPANY

BY: J. D. Irving

NAME: PRESIDENT

TITLE: J. D. IRVING

DATE: _____

BY: R. D. Youden

NAME: R. D. Youden

TITLE: VICE PRESIDENT

DATE: _____

BY: W. D. Jamieson

NAME: W. D. Jamieson

TITLE: Secretary

DATE: _____

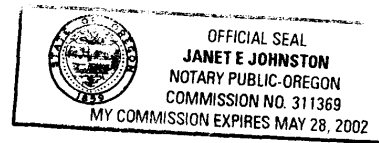
UP

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of July, 2001, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



PROVINCE OF NEW BRUNSWICK)
) ss.
COUNTY OF SAINT JOHN)

On this 12th day of July, 2001, before me personally appeared W. D. Jamieson, to me personally known, who being by me duly sworn, says that he is the Secretary of Eastern Maine Railway Company and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC